

Invitation to Attend the Annual General Meeting of Shareholders for the Year

2025

TAKUNI GROUP Public Company Limited



Tuesday, 29 April 2025 at 3.00 p.m.

Electronic Annual General Meeting of Shareholders (E-AGM) Only.

The electronic conference system will be available on 29 April 2025 at 1:00 p.m.

(2 hours before the opening of the meeting).

April 1, 2025

Subject: The Annual General Meeting of Shareholder for the year 2023**Attention:** The Shareholders of TAKUNI Group Public Company Limited

- Attachment**
1. Annual Report for the Year 2024
 2. Information of Independent Directors in case shareholders wish to appoint them as proxy
 3. Relevant Articles of Association concerning the Annual General Meeting of Shareholders
 4. Information of the nominated persons to replace directors retiring by rotation
 5. Privacy Notice
 6. Guidelines/Procedures for the 2025 Annual General Meeting of Shareholders
 7. Documents and evidence required for attending the shareholders' meeting
 8. Proxy Form A
 9. Proxy Form B
 10. Proxy Form C

Takuni Group Public Company Limited (the "Company") has resolved to convene the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 3:00 p.m., exclusively via electronic means (Electronic Annual General Meeting of Shareholders or E-AGM), to consider the following meeting agenda follows:

Agenda 1 Acknowledgment of the Company's operating results for 2024.

Facts and Rationale: Article 36 (1) of the Company's Articles, the Annual General Meeting of Shareholders shall "consider the report of the Board of Directors on the Company's business operations during the past year." The Board of Directors has summarized the Company's performance for the year 2024, details of which are presented in the 2024 Annual Report enclosed with this invitation.

Opinion of the Board: The Board recommends that the shareholders' meeting acknowledge the Company's operating results for the year 2024, and its Annual Report. (As details shown in Attachment 1)

Voting Requirement: This agenda item is for acknowledgment only. No voting is required.

Agenda 2 Consideration and approval of the Company’s financial statements for the fiscal year ending December 31, 2024.

Facts and Rationale: Section 112 of the Public Limited Companies Act B.E. 2535 which requires the Board of Directors to prepare a balance sheet and a profit and loss account as of the end of the Company’s fiscal year, duly audited and certified by the auditor, and to submit them to the Annual General Meeting of Shareholders for approval. The details of the balance sheet (Statement of Financial Position) and the profit and loss account (Statement of Comprehensive Income) for the fiscal year 2024 are included in the financial statements section of the Annual Report enclosed with this invitation.

Opinion of the Board: The Board of Directors is of the opinion that the shareholders’ meeting should approve the financial statements as mentioned above, which have been duly audited and certified by the auditor.

Voting Requirement: This agenda item must be approved by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 3 Consideration and approval of the non-allocation of net profit and suspension of dividend payment for the year 2024.

Facts and Rationale: According to the Company’s Articles of Association, the Company is required to allocate not less than 5% of its annual net profit, after deducting accumulated losses (if any), as a legal reserve until such reserve reaches not less than 10% of the registered capital.

The Company has a dividend policy of paying no less than 40% of its net profit after corporate income tax and legal reserve allocation, based on the Company’s separate financial statements. However, the Company may pay dividends at a rate lower than the aforementioned policy if it is necessary to use such retained earnings to support the Company’s future expansion. Any dividend payment approved by the Board of Directors must be proposed to the shareholders’ meeting for approval, except for interim dividends, which the Board of Directors has the authority to approve and report to the shareholders at the next meeting.

Dividend payment information for the previous year:

Unit: THB

Details	2024 (Proposed)	2023 (Previous Year)
1. Retained earnings (deficit) from the separate financial statements	(132,920,144)	(14,935,081)
2. Number of shares (shares)		
2.1 Shares for interim dividend	0	0
2.2 Shares for annual dividend	0	0
3. Total dividend per share (Baht/share)	0.00	0.00
3.1 Interim dividend (Baht/share)	0.00	0.00
3.2 Annual dividend (Baht/share)	0.00	0.00
4. Total dividend amount paid (Baht)	0.00	0.00
5. Dividend payout ratio (% of retained earnings)	0.00%	0.00%

Remark: The dividend payment rate follows the Company's dividend payment policy.

Board of Directors' Opinion:

The Board of Directors recommends that the shareholders' meeting approve the omission of allocation of net profit for the year 2024 as a legal reserve and the omission of dividend payment from the operating results of 2024.

Voting Requirement:

This agenda item must be approved by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 4 Consideration of the election of directors replacing those retiring by rotation.

Facts and Rationale: The Public Limited Companies Act B.E. 2535 and Article 15 of the Company's Articles of Association states that "In the Annual General Meeting held each year, one-third (1/3) of directors shall vacate position. In addition, Article 36 (4) of the Company's Articles of Association states that the Annual General Meeting of shareholders shall "consider the appointment of directors in replacement of those due to retire by rotation". At the 2025 Annual General Meeting, three directors are due to retire by rotation, namely:

- | | |
|--|--|
| (1) Prof. Emeritus Teerachai Chantarojsiri | Chairman of the Audit Committee /
Chairman of the Nomination and Remuneration
Committee / Independent Director |
| (2) Assoc. Prof. Dr. Sarayut Rueangsuwan | Audit Committee Member /Risk Management
Committee Member /Independent Director |

Agenda 5 Consideration and ratification of the directors' remuneration for the year 2024.

Facts and Rationale: According to Article 22 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration from the Company in the form of honorariums, meeting allowances, gratuities, bonuses, or other benefits as approved by the shareholders' meeting.

The 2024 Annual General Meeting of Shareholders approved the total remuneration for the Board of Directors in the form of meeting allowances and monthly compensation, not exceeding THB 2,000,000 per year. However, due to the necessity of addressing urgent and significant matters during the year, there were more meetings than originally planned, requiring deliberation by the Board of Directors and its sub-committees. As a result, the total directors' remuneration for the year 2024 amounted to THB 2,243,666.67, exceeding the approved budget by THB 243,666.67, or 12.18% over the approved limit.

Opinion of the Board of Directors and the Nomination and Remuneration Committee: The Board of Directors and the Nomination and Remuneration Committee have thoroughly considered the matter and are of the opinion that, due to the urgent and significant nature of the issues that arose in 2024, it was necessary to convene more meetings than planned. This resulted in the directors' remuneration exceeding the budget approved by the shareholders. Therefore, it is deemed appropriate to propose that the shareholders' meeting ratify the actual directors' remuneration payment of **THB 2,243,666.67** for the year 2024.

Voting Requirement: This agenda item must be approved by no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Agenda 6 Consideration and approval of the directors' remuneration for the year 2025.

Facts and Rationale: According to Article 22 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as determined by the shareholders' meeting.

Policy, Criteria, and Procedure for Proposing Directors' Remuneration : The Nomination and Remuneration Committee is responsible for considering and proposing directors' remuneration by benchmarking against remuneration practices of other companies in the same industry sector, and taking into account the appropriateness of the duties and responsibilities of the Board of Directors.

Opinion of the Board of Directors and the Nomination and Remuneration Committee: The Board of Directors and the Nomination and Remuneration Committee have considered and are of the opinion that the shareholders' meeting should approve the directors' remuneration and that of sub-committees for the year 2025 as follows:

(1) Meeting Allowance and Monthly Remuneration

Position	2024		2025 (Proposed)	
	Monthly Remuneration / Person	Meeting Allowance / Person / Time	Monthly Remuneration / Person	Meeting Allowance / Person / Time
Chairman of the Board	THB 20,000	THB 15,000	THB 30,000	THB 15,000
Chairman of the Audit Committee	THB 20,000	THB 15,000	THB 25,000	THB 15,000
Chairman of Sub-Committees	None	THB 15,000	None	THB 15,000
Independent Directors	THB 20,000	THB 10,000	THB 20,000	THB 10,000
Members of Sub-Committees	None	THB 10,000	None	THB 10,000
Non-Executive Directors	THB 20,000	THB 10,000	THB 20,000	THB 10,000
Chairman of the Board	None	THB 5,000	None	THB 5,000

- Determine the framework for monthly remuneration and meeting allowances for directors for the year 2025, with a total amount not exceeding 2,800,000 Baht per year.

(2) **Gratuity or Bonus:** The Company shall pay directors' bonuses/gratuities at a rate of 1% of the net profit for the year 2025.

(3) **Other Benefits:** None.

Notes:

- 1) The monthly remuneration for each director shall be paid at the highest applicable rate for only one position per person.
- 2) The meeting allowance shall be paid only to members of the Board of Directors and sub-committees, specifically those serving on the following committees: the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Anti-Corruption and Anti-Bribery Committee.
- 3) These rates shall be effective from January to December 2025, subject to shareholders' approval at this meeting.

• **Comparison with the 2024 Directors' Remuneration:**

- Increase in Monthly Remuneration:
 - Chairman of the Board: Increased by THB 10,000 from THB 20,000/month to THB 30,000/month.
 - Chairman of the Audit Committee: Increased by THB 5,000 from THB 20,000/month to THB 25,000/month.
- Meeting Allowance: Meeting allowance rates for each position remain unchanged from 2024.
- Total Remuneration Cap: Increased from not exceeding THB 2,000,000 per year to not exceeding THB 2,800,000 per year, due to the Company's need to convene additional meetings to address significant, urgent, and ongoing matters.
- Additional Information: Details of directors' remuneration for the year 2024 are provided in the 2024 Annual Report, enclosed with this invitation.

Voting Requirement: This agenda item must be approved by not less than two-thirds (2/3) of the total votes of shareholders attending the meeting.

Agenda 7 To consider and approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2025

Facts and Rationale: To comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992), which requires that the Annual General Meeting of Shareholders appoint the Company's auditor and determine the audit fee annually.

The Audit Committee has considered the qualifications of the proposed auditor, including reliability, performance, personnel expertise, independence, and the reasonableness of the proposed audit fees. As a result, the Board of Directors proposes that the shareholders' meeting appoint **Forvis Mazars Ltd.** as the auditor of the Company and its four subsidiaries for the fiscal year 2025. The proposed auditors are:

- 1) Mr. Sompop Pholprasarn CPA No.6941 or
- 2) Miss Wannawat Hemachayart CPA No.7049 or
- 3) Miss Tippawan Pumbansao CPA No.9552

In case the aforementioned auditors are unable to perform their duties, Forvis Mazars Ltd. shall be authorized to appoint another certified public accountant from its firm to replace them. The proposed audit fees for the year 2025 are as follows: Takuni Group Public Company Limited: Not exceeding THB 1,100,000 Four subsidiaries (Takuni (Thailand) Co., Ltd., G-Gas Logistics Co., Ltd., Ratchaphruek Engineering Co., Ltd., and TTS Connect Co., Ltd.): THB 1,450,000, Total audit fee (excluding non-audit services): Not exceeding THB 2,550,000

In case of any non-audit services, the shareholders are requested to authorize the Board of Directors to consider and approve such additional service fees as appropriate on a case-by-case basis.

- **Previous Auditor (2024):** Dharmniti Auditing Co., Ltd.
- **Reason for Change of Auditor:** ที่ At the Audit Committee Meeting No. 3/2025 held on March 17, 2025, the Committee reviewed the appointment of the Company's auditor. After comparing various factors such as qualifications, professional standards, experience, reputation, and the appropriateness of the audit fee.

With careful consideration, the Committee resolved to propose a change. Though Dharmniti Auditing Co., Ltd. had performed its duties properly and timely in preparing the Company's 2024 financial statements in compliance with accounting standards, to enhance continuity and convenience in preparing consolidated financial statements, the Company proposes appointing a single audit firm for both the Company and its subsidiaries. The newly proposed audit firm must meet the same professional standards and be an international firm.

• **Number of Years the Proposed Auditors from Forvis Mazars Ltd. Have Signed the Company's Financial Statements:**

Auditor Name	CPA License No.	Previous Signing on Takuni Group PCL's FS
Mr. Sompop Pholprasarn	6941	None
Miss Wannawat Hemachayart	7049	None
Miss Tippawan Pumbansao	9552	None

• **Comparison of Audit Fees:**

Unit: THB

Description	2024 (Previous Year)	2025 (Proposed)
Audit Services	Not exceeding THB 1,350,000	Not exceeding THB 1,100,000
Non-Audit Services	THB 372,397	Actual basis

Forvis Mazars Ltd. has no relationship with, and no conflict of interest involving, the Company, its subsidiaries, management, major shareholders, or any persons related to those parties.

Additionally, Forvis Mazars Ltd. will serve as the auditor for the Company's four subsidiaries mentioned above. For subsidiaries that do not engage the same audit firm, the Company's Board of Directors will ensure that the financial statements are completed within the required time frame.

Opinion of the Board of Directors and Audit Committee: The Board of Directors and the Audit Committee recommend the appointment of:

- 1) Mr. Sompop Pholprasarn CPA No.6941 or
- 2) Miss Wannawat Hemachayart CPA No.7049 or
- 3) Miss Tippawan Pumbansao CPA No.9552

Forvis Mazars Ltd. is proposed to be appointed as the Company's auditor for the fiscal year 2025. The audit fees for the year 2025 are as follows: Takuni Group Public Company Limited: Not exceeding THB 1,100,000 Four subsidiaries (namely Takuni (Thailand) Co., Ltd., G-Gas Logistics Co., Ltd., Ratchaphruek Engineering Co., Ltd., and TTS Connect Co., Ltd.): THB 1,450,000 Total audit fees (excluding non-audit services): Not exceeding THB 2,550,000 In the event that the appointed auditors named above are unable to perform their duties, Forvis Mazars Ltd. shall be authorized to appoint another certified public accountant from its firm to perform the audit in their place. For any work beyond the scope of the annual audit, the shareholders are requested to authorize the Board of Directors to consider and determine additional fees on a case-by-case basis.

Voting Requirement: This agenda item must be approved by a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 8 Consideration Amendment of Company's Objectives. And Additional Amendment of the Company's Memorandum of Association, Clause 3.

Facts and Rationale: To seek approval from the shareholders' meeting for the amendment of the Company's objectives by revising Objective No. 40 and adding Objectives No. 43 and No. 44, as well as amending Clause 3 (Objectives) of the Memorandum of Association. These amendments aim to support the Company's business expansion plan and accommodate new business directions, thereby enabling the Company to operate efficiently and in full compliance with applicable laws and regulations under Section 31 of the Public Limited Companies Act B.E. 2535 (1992). The proposed amendments are as follows:

- **Amendment to Objective No. 40:**

From: (40) To engage in the business of manufacturing, assembling, wholesaling, retailing, renting, leasing, and distributing automotive equipment, motorcycles, electric vehicles, electric motorcycles, batteries, or any other related products.

To: (40) "To engage in the business of manufacturing, assembling, **transporting**, wholesaling, retailing, leasing, **hire-purchasing**, and distributing automotive equipment, motorcycles, electric vehicles, electric motorcycles, batteries, or any other related products."

- **Addition of the following new objectives:**

(43) To engage in the business of providing services or leasing property or space, whether real property or personal property.

(44) To engage in the business of consulting and advisory services, including business administration, commerce, and industrial management, covering production, marketing, distribution, and other business-related matters.

- **Amendment to Clause 3 of the Memorandum of Association**

"The Company's objectives now total **44 clauses**." This amendment will ensure that the Company can operate legally and without regulatory discrepancies, and will align its objectives with its actual business operations and future directions.

And to authorize the Company's authorized directors or any person delegated by the authorized directors to register the amendment with the relevant government authorities, and to revise or amend any wording in the application as may be required by the registrar or competent officers.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders approve the amendment to the Company's Objective No. 40, the addition of Objectives No. 43 and No. 44, and the amendment to Clause 3 of the Memorandum of Association in order to enhance the efficiency of the Company's operations and align with its business expansion plan, including support for new business opportunities. These amendments will enable the Company to conduct its operations in compliance with applicable laws.

Voting Requirement: This agenda item must be approved by not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote.

Agenda 9 To consider other matters (if any)

This agenda item is included to allow shareholders the opportunity to propose additional matters for consideration at the meeting that are not already specified by the Company's Board of Directors.

Additional Information: The Company has fixed the Record Date for determining the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders on March 25, 2025.

The Company would like to cordially invite all shareholders to attend the 2025 Annual General Meeting of Shareholders, which will be held on April 29, 2025 at 3:00 p.m., exclusively via electronic means (E-AGM).

To facilitate a smooth and efficient registration process for the meeting, shareholders and/or proxy holders who wish to attend the E-AGM are kindly requested to register in advance via the following link: <https://serv.inventech.co.th/TAKUNI674273R/#/homepage> or by scanning the QR code provided (As details shown in Attachment 6)

For shareholders who are unable to attend the meeting, a proxy may be appointed to attend and vote on their behalf via electronic means (E-AGM) by completing and submitting the proxy form as prescribed (details provided in Attachment 8–10). Alternatively, shareholders may appoint an Independent Director as their proxy to attend and vote at the meeting (details of Independent Directors are provided in Attachment No. 2). Please submit the completed proxy form and required supporting documents to the Company via email to the Investor Relations Department or by postal mail to the Company's address no later than April 25, 2025 at 3:00 p.m. The Company reserves the right to reject any registration in the event that documents are incomplete, inaccurate, or non-compliant with the stated conditions.

The Company places great importance on the protection of personal data. Please be informed that during this meeting, personal data such as names, images, voice, and video recordings may be collected throughout the E-AGM. The meeting organizer hereby requests consent to use such information for educational purposes, reporting, publication, and communication.

For shareholders who are unable to access the 2024 Annual Report via the QR Code, a printed copy can be requested at:

Takuni Group Public Company Limited.

Investor Relations Email: secretary@takuni.com

Address: 140/1 Soi Naweecharoensap, Kanchanaphisek Road, Bang Khae, Bangkok 10160, Thailand

Phone: +66 (0)2-455-2888

For shareholders who wish to raise questions regarding the meeting agenda, please submit your questions via email to secretary@takuni.com or by post to the Board of Directors at the above Company address, during the period from April 4 to April 25, 2025.

Please be informed accordingly.

Yours Sincerely,



(Dr. Krittapong Orachapunlap and Dr. Somyos Tiranawatananun)

Directors

QR Code Downloading Procedures for the Annual Report 2023

The Annual Report 2024 could be downloaded from the QR Code by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.



https://takunigroup.com/upload_file/ir/annual_report/ar_takuni_2024_en.pdf

or download the Annual Report 2024 from the Company's website at www.takuni.com

Name List and Details of Independent Director
(in case the shareholder grant proxy to Independent Director)

1. Miss Araya Putthipongthorn

Title : Independent Director and Audit Committee Member
Age : 43 years
Address : 140/1 Khanjanapisek Rd., Bangkae, Bangkae, Bangkok, Thailand 10160



Interest in the Meeting Agenda.

- Agenda 1** Acknowledgment of the Company's operating results for 2024.
: No interest
- Agenda 2** Consideration and approval of the Company's financial statements for the fiscal year ending December 31, 2024.
: No interest
- Agenda 3** Consideration and approval of the non-allocation of net profit and suspension of dividend payment for the year 2024.
: No interest
- Agenda 4** Consideration of the election of directors replacing those retiring by rotation.
: No interest
- Agenda 5** Consideration and ratification of the directors' remuneration for the year 2024.
: No interest
- Agenda 6** Consideration and approval of the directors' remuneration for the year 2025.
: No interest
- Agenda 7** Consideration and approval of the appointment of the Company's auditor and determination of the auditor's remuneration for 2025.
: No interest
- Agenda 8** Consideration Amendment of Company's Objectives. And Additional Amendment of the Company's Memorandum of Association, Clause 3.
: No interest
- Agenda 9** Consideration of other matters (if any).

The Company's Articles of Association Relating to Shareholders' Meetings

Shareholders' meeting

16. The Company's Board of Directors shall be elected at a shareholders' meeting in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote per share, one (1) share, one (1) vote.
- (2) Each shareholder shall cast all of their votes to elect one person or several persons as Directors. In case several persons are elected to be Directors, those votes shall be divisible to any person more or less.
- (3) Those who receive the highest and next highest number of votes shall be elected to be the Directors at the equal number of the Directors supposed to be or supposed to be elected at that time. In case those with the next highest number of votes obtain an equal number of votes exceeding the number of Directors supposed to be or supposed to be elected at that time, the Chairman of the meeting is required to exercise a casting vote.

17. At every annual general meeting of shareholders, one-third (1/3) of the Directors of the Company is required to resign. If their number is not multiple of three, the closet number of one-third (1/3) is required to resign from the office. Directors who vacate their office may be eligible for re-election. Directors who have to resign in the first year and second year after registration of the Company shall draw lots. In subsequent years, Directors who had held office the longest shall resign.

22. The Company's Directors shall have the right to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or other benefits in accordance with the resolution of the general meeting of shareholders supported by a vote of not less than two-third (2/3) of the total number of votes of the shareholders present at the meeting. The Directors' remuneration shall be prescribed in fixed amount or a rule is established and prescribed for a particular circumstance (s) or perpetual rules until it will be changed by shareholder's meeting resolution. In addition, the Directors shall have the right to receive allowance and welfare according to the Company's rules.

31. The Board of Directors shall call for a shareholders' meeting within four (4) months from the last day of the fiscal year of the Company.

32. With reference to calling for a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting, and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and the said notice shall be distributed to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) days and not less than three (3) consecutive days prior to the date of the meeting.

The place of the meeting shall be in the province in which the head office of the Company is located or at any other place or provinces where the Board of Directors prescribed.

33. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of registered paid-up shares of the Company, whereby a quorum would then be constituted.

At any shareholders' meeting when one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled and a new meeting shall be called. In such case, the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In such subsequent meeting, it is not required to constitute a quorum.

34. The Chairman of the Board shall be the chairman of a shareholders' meeting. In the event the Chairman of the Board is not present at the meeting and unable to perform the duties, and if there is Vice-Chairman, he/she shall be the chairman of the meeting. If there is no Vice-Chairman or there is but is not present at the meeting or unable to perform the duties, the shareholders who present at the meeting shall elect one shareholder to be the chairman of the meeting.

35. In casting votes in at a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder having special interest in any matters shall not be entitled to vote, except for voting on the election of directors. A resolution of the shareholders' meeting shall require the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is considered. In case of equal number of votes, the chairman of the meeting shall have a casting vote (1 vote).
- (2) In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or the substantial part of the Company's business or any other person.
 - (b) The purchase or acceptance of transfer of the business of private companies or public companies by the Company.
 - (c) The making, amending, or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing.
 - (d) The amendment of the Memorandum of Association or the Company's Articles of Association
 - (e) The increase or decrease of the Company's registered capital.
 - (f) The dissolution of the Company.

- (g) The issuance and offering of debentures of the Company.
- (h) The amalgamation of business of the Company with other companies.

36. The matters which should be conducted by the annual general meeting of shareholders are as follow: (1) to consider the report of the Board of Directors concerning the Company's business in the previous year period; (2) to consider and approve the balance sheets and the profit and loss statement; (3) to consider and approve allocation of profit and dividend payment; (4) to consider and elect new directors in place of those who retire by rotation; (5) to consider and fix the directors' remuneration; (6) to consider and appoint the auditor and fix the remuneration and (7) other business.

44. No dividend shall be paid out of funds other than profit. In the event that the Company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share, unless the Company issued preferred stocks and specified preferred shareholders to received dividend different from common stockholders, dividend shall be allocated as scheduled. Dividend payment shall be duly approved by the meeting of shareholders.

The Board of Directors may pay interim dividend to the shareholders from time to time when they see that the Company has sufficient profit to do so and after the interim dividend has been paid, they shall report to the next meeting of shareholders.

The dividend payment shall be made within one (1) month from the date of the shareholders' meeting or the date of the resolution of the Board of Directors, as the case may be. However, a notice of dividend payment in writing shall be sent to the shareholders and published in a newspaper for not less than three (3) consecutive days.

45. The Company shall allocate a part of the annual net profit as reserve fund in an amount not less than five (5) percent of the annual net profit subtracted by the sum of accumulated loss carried forward (if any) until the reserve fund amounts to not less than ten (10) percent of the registered capital.

Takuni Group Public Company Limited

Information on Directors Due to Retire by Rotation and Proposed for Reappointment

1. Name / Surname: Prof. Emeritus Teerachai Chantarojsiri

Age: 75 years

Position: Independent Director, Chairman of the Audit Committee
Chairman of the Nomination and Remuneration Committee

Education:

- Certificate in Anesthesiology and Critical Medicine Care (Pediatrics), School of Medicine, John Hopkins University, USA
- Bachelor of Medicine Mahidol University
- Diploma 4th year resident doctor training, pediatrics
- Medical professional certificate Department of Pediatrics, Medical Council

Training/ Training from the Thai Institute of Directors Association (IOD):

- Director Accreditation Program (DAP) course, class 147/2018

Working experience in the past 5 years:

- 2022 – Present i-Tail Corporation Public Company Limited: Independent Director/ Chairman of the Audit Committee
- 2018 – Present Bangkok Dec-Con Public Company Limited: Chairman of the Board/ Chairman of the Audit Committee
- 2022 – Present Professional Genome Co., Ltd. : Director
- 2011 - Present Bhumirajanagarindra Kidney Institute Hospital: Vice President

Director/Executive positions in other listed companies in the Stock Exchange of Thailand :

- 2022 – Present i-Tail Corporation Public Company Limited: Independent Director/ Chairman of the Audit Committee
- 2018 – Present Bangkok Dec-Con Public Company Limited: Chairman of the Board/ Chairman of the Audit Committee

Director/Executive positions in other companies that are not listed on the Stock Exchange of Thailand
(Specify the number of companies): 2 Companies

Shareholding in Takuni Group Public Company Limited (including shares held by spouse and minor children) as of December 31, 2024: 3,900,000 Shares (0.49%)



Family Relationship among Executives: None

Director/Executive positions in other companies that may cause a conflict of interest with the Company:

None

Type of director proposed for appointment: Independent Director, Chairman of the Audit Committee
Chairman of the Nomination and Remuneration Committee

Number of years as a director and independent director of Takuni Group Public Company Limited: As of
December 15, 2022 - present

Board meeting attendance in 2024: 9/9

Audit Committee meeting attendance in 2024: 9/9

Nomination and Remuneration Committee meeting attendance in 2024: 4/4

2. Name / Surname: Assoc. Prof. Dr. Sarayut Rueangsuwan

Age: 41 years

Position: Independent Director/ Audit Committee Member and Risk Management Committee



Education:

- Doctor of Philosophy in Accountancy, University of Exeter, UK
- Master of Public Affairs, University of California, Berkeley, USA
- Master of Research in Finance with Merit, City University London, UK
- Master of Business Administration Thammasat Business School, Thammasat University
- Bachelor of Laws (Second Class Honors) Faculty of Law, Chulalongkorn University
- Bachelor of Business Administration in Accounting (First Class Honors), Thammasat University

Training/ Training from the Thai Institute of Directors Association (IOD):

- Thai-Chinese New Generation Executives Course class 4, 2023
- Thammasat Leadership Program (TLP) class 20, 2023
- Refreshment Training Program (RFP) class 6/2022
- Young FTI Elite class 8/2022
- Development Administrator in Digital Era 6
- Advanced Audit Committee Program (AACP) class 33/2019
- Directors Certification Program (DCP) class 246/2017
- Directors Accreditation Program (DAP) class 129/2016
- Economics: Trade and Investment Promotions Japanese Government
- GW4 2014 PhD Training in Accounting

Working experience in the past 5 years:

- 2023 - Present All Inspire Development Public Company Limited: Independent Director and Audit Committee Member
- 2022 - Present Simat Technologies Public Company Limited: Director
- 2022 - Present Aikchol Hospital Public Company Limited: Director
- 2022 - Present Faculty of Commerce and Accountancy Thammasat University: Deputy Dean for Strategy and Finance and Associate Professor in Accounting
- 2017 – Present Thai Aviation Co., Ltd.: Independent Director

Director/Executive positions in other listed companies in the Stock Exchange of Thailand:

- 2023 - Present All Inspire Development Public Company Limited: Independent Director and Audit Committee Member
- 2022 - Present Simat Technologies Public Company Limited: Director
- 2022 - Present Aikchol Hospital Public Company Limited: Director

In other companies that are not listed on the Stock Exchange of Thailand (Specify the number of companies): 2 Company

Director/Executive positions in other companies that are not listed on the Stock Exchange of Thailand (Specify the number of companies): 2 Companys

Shareholding in Takuni Group Public Company Limited (including shares held by spouse and minor children) as of December 31, 2024: None

Family Relationship among Executives: None

Director/Executive positions in other companies that may cause a conflict of interest with the Company:
None

Type of director proposed for appointment: Independent Director/ Audit Committee Member and Risk Management Committee

Number of years as a director and independent director of Takuni Group Public Company Limited: As of June 29, 2023 - present

Board meeting attendance in 2024: 9/9

Audit Committee meeting attendance in 2024: 8/9

Risk Management Committee meeting attendance in 2024: 3/3

3. Name / Surname: Dr. Somyos Tiranawatananun

Age: 63 years

Position: Director / Risk Management Committee Member /
Nomination and Remuneration Committee Member
/ Executive Director and Acting Company Secretary
(Authorized Director)



Education:

- Doctor of Philosophy, Marketing, Eastern Asia University
- Master of Business Administration (Management), Kasetsart University
- Business Administration (Accounting) Srinakharinwirot University, Prasarnmit

Training/ Training from the Thai Institute of Directors Association (IOD):

- Director Accreditation Program (DAP) course, class 134/2017
- Real Estate Management Course (RE No.8), Chulalongkorn University
- Logistics Management (THLM07)
- Asian Cultural Center and Overseas Technical Training Fund (Thailand) Training in Japan 2007
- Operation in accordance with ISO 9000, ISO 14000 Environmental Management System requirements

Working experience in the past 5 years:

- 2023 - Present CAZ (Thailand) Public Company Limited: Director /Executive Director
- 2020 – 2022 SCG Grand Co., Ltd.: Chief Executive Officer
- 2023 – Present G Gas Logistics Co., Ltd.: Director
- 2023 – Present Takuni (Thailand) Co., Ltd.: Director
- 2023 – Present Takuni Trending Co., Ltd.: Director
- 2023 – Present Takuni Land Co., Ltd.: Director
- 2023 – Present WELLNESS LIFE CENTER Co., Ltd.: Director
- 2024 – Present TTS Connect Co., Ltd.: Director

Director/Executive positions in other listed companies in the Stock Exchange of Thailand:

- 2023 - Present CAZ (Thailand) Public Company Limited: Director /Executive Director

In other companies that are not listed on the Stock Exchange of Thailand (Specify the number of companies): 7 Company

Director/Executive positions in other companies that are not listed on the Stock Exchange of Thailand (Specify the number of companies): 1 Company

Shareholding in Takuni Group Public Company Limited (including shares held by spouse and minor children) as of December 31, 2024: 500,000 Shears (0.06%)

Family Relationship among Executives: None

Director/Executive positions in other companies that may cause a conflict of interest with the Company: None

Type of director proposed for appointment: Director / Risk Management Committee Member / Nomination and Remuneration Committee Member/ Executive Director (Authorized Director)

Number of years as a director and independent director of Takuni Group Public Company Limited: As of June 29, 2023 - present

Board meeting attendance in 2024: 9/9

Risk Management Committee meeting attendance in 2024: 3/3

Nomination and Remuneration Committee meeting attendance in 2024: 4/4

Privacy Notice

Takuni Group Public Company Limited (the “**Company**”) realizes the importance of personal data protection and respects your privacy rights as a personal data subject. In order to comply with the Personal Data Protection Act, B.E.2562 (2019) (the “**PDPA**”), the Company would like to clarify the guidelines for personal data protection and the company will take measures to protect your personal data as well as prevent unauthorized use or for a purpose other than the primary purpose of collection.

1. Personal Data Collection and the Purpose of Collection

The Company will collect, use, store, disclose and transfer the personal data you have provided to the Company, such as your first name-surname, address, phone number, identification number, audio recording or audiovisual record, including an electronic traffic data throughout the period of electronic meeting in order to perform the legal obligations required by law for the purposes of:

- Calling an electronic meeting of shareholders as required by law.
- Sending the form 56-1 One Report (Annual Registration Statement/Annual Report) and/or other meeting documents to the shareholders.
- Disclosing the shareholder’s personal data to relevant agencies as required by law, for example as evidence supporting the preparation of meeting minutes.

Including any personal data appears on the identification card that you have given to the Company during the registration of the AGM, which the company needs to collect for the purposes of legal obligations, legal claims, and identifying the eligible shareholder before attending the meeting.

2. Personal Data Storage and Retention Period

The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

3. Rights of the Personal Data Owner

According to the PDPA B.E. 2562, as a personal data owner, you have the rights to request access to your personal data, obtain copies of your personal data, disclosure of the source of personal data obtained by the Company which you did not consent to, as well as the rights to rectify, transfer, suspend, erase, object to the processing of your personal data for any purpose other than the primary purpose of collection, or withdraw your consent given to the Company at any time.


Nonetheless, your request to exercise the rights to your personal data must be in accordance with the law and the Company may refuse your requested subject to exception by applicable laws.

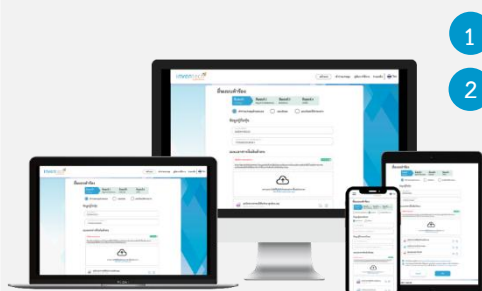
Takuni Group Public Company Limited

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://serv.inventech.co.th/TAKUNI674273R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 22 April 2025 at 8:30 a.m. and shall be closed on 29 April 2025 Until the end of the meeting.


3. The electronic conference system will be available on 29 April 2025 at 1:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 25, 2025 at 3.00 p.m.

Takuni Group Public Company Limited
Investor Relation Department
140/1 Khanjanapisek Rd., Bangkai, Bangkok, Thailand 10160

If you have any problems with the software, please contact Inventech Call Center

 02-460-9226

 @inventechconnect

The system available during 22 – 29 April 2025 at 08.30 a.m. – 05.30 p.m.

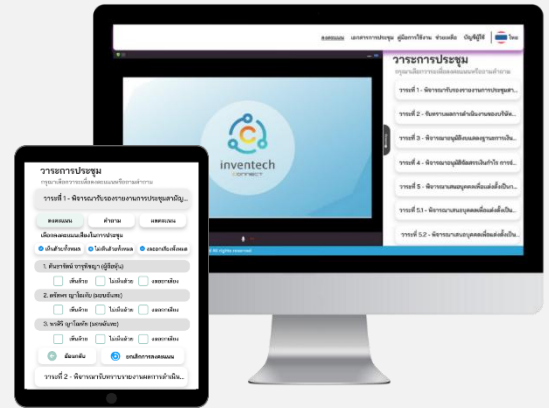
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

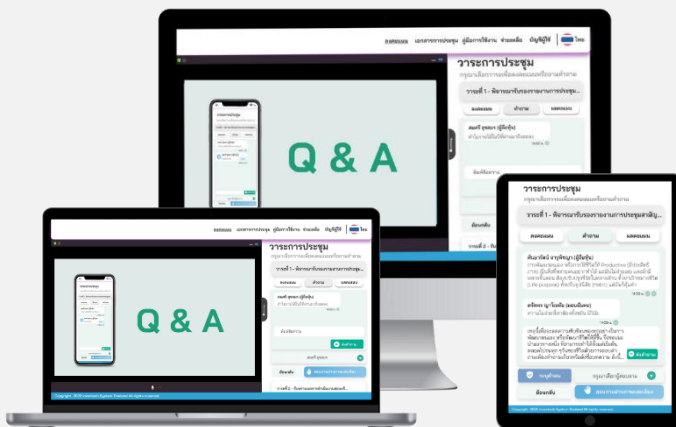
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

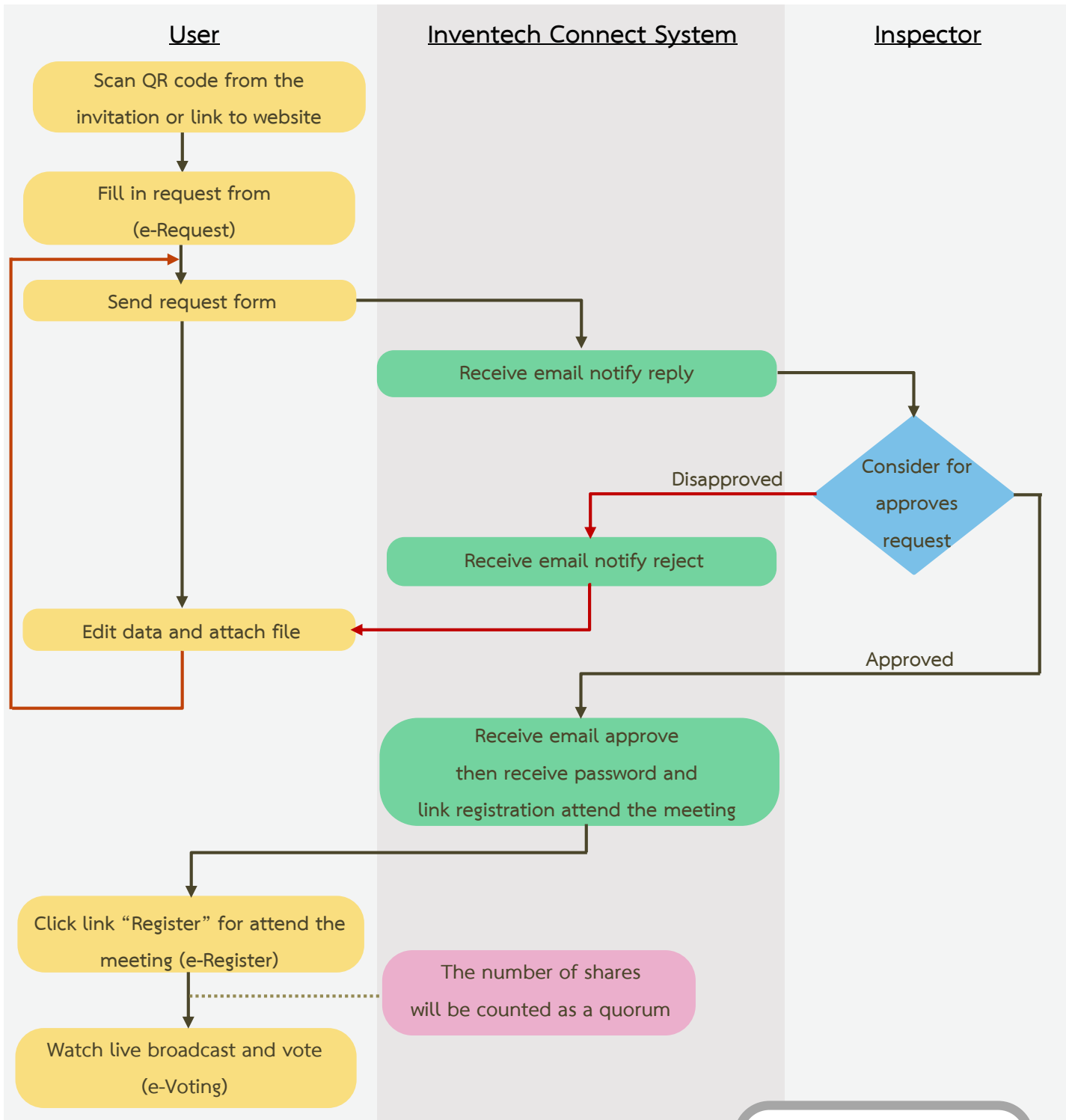
How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

Document for attending the Annual General Meeting of Shareholders Year 2025

Ordinary Person

1. In case the shareholders attend the meeting by themselves.

Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).

2. In case of granting proxy holder.

2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.

2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.

2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

Juristic Person

1. In case of shareholder's representative (director) attend the meeting by themselves.

1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.

1.2 Copy of shareholder's Affidavit not over three months, and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.

2. In case of shareholder appoint proxy holder

2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.

2.2 Copy of shareholder's Affidavit not over three months, and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.

2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.

2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item 1.

3. In case of Foreign Shareholder appointing a Custodian in Thailand

3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.

3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:

1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.

2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

** The Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) **

Guideline for Proxy Preparation

The Company has provided 3 proxy forms: Form A, Form B and Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

- Form A : specific details form
- Form B: specific proxy form
- Form C: proxy form for foreign shareholder appointing the custodian in Thailand

The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Select only one of the 2 forms provided above as follows:
 - 1.1 General shareholder shall select Form A and Form B.
 - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the two proxy forms.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty and specify the date on the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:
 - 1) Email: secretary@takuni.com or
 - 2) (Original document) Postal delivery: Attention to: Investor Relation Department
Takuni Group Public Company Limited
140/1 Khanjanapisek Rd., Bangkae, Bangkae, Bangkok, Thailand 10160

No later than 3.00 p.m. (Thailand time) on April 25, 2025 so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

Meeting Registration

The registrations for attending the meeting will be opened at 1.00 p.m. on April 29, 2025 and start the meeting at 3.00 p.m. via electronic media (E-AGM).

Vote

Voting Process

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders, who cast votes as approval or do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman. They do not have to check any box.

Vote Counting Procedures

1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the latest number of shares held by attendants in the meeting.

Takuni Group Public Company Limited



PROXY FORM A (SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E. 2550

Written at

Date Month..... Year

(1) I /We Nationality..... Residing at
No. Road..... Sub district..... District.....
..... Province..... Postal Code.....

(2) Being a shareholder of **Takuni Group Public Company Limited** holding the total amount of..... shares
with the voting rights of..... votes as follows:
Ordinary share..... shares with the voting rights of.....
Preferred share..... shares with the voting rights of.....

(3) Do hereby appoint either one of the following persons:

- 1) Age..... Years With address at.....
..... Road..... Sub district.....
District..... Province..... Postal Code..... or
- 2) Age..... Years With address at.....
..... Road..... Sub district.....
District..... Province..... Postal Code..... or
- 3) **Miss Araya Putthipongthorn** Age **42** Years With address at **1232/52**
..... Road **Rama 3**..... Sub district **Chong Nonsi**.....
District **Yan Nawa**..... Province **Bangkok**..... Postal Code **10120**.....

Anyone of the above as my / our proxy to attend and vote on my / our behalf at 2025 Annual General Meeting of Shareholders to be held on April 29, 2025 at 3.00 p.m. in electronic meeting (e-AGM) only one type, please or at any adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed..... Shareholder
(.....)

Signed..... Proxy
(.....)

Remarks:

1. A shareholder who grants a proxy must grant only one proxy to attend the meeting and vote. The number of shares cannot be divided among proxy holders to separate votes. A copy of the ID card of the proxy holder and the proxy holder must be attached to the proxy form with a certified true copy.
2. For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.

Duty
Stamp

PROXY FORM B (SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E. 2550

Written at

Date Month Year

(1) I / We Nationality

Residing at No. Road Sub district

District Province Postal Code

(2) Being a shareholder of **Takuni Group Public Company Limited** holding the total amount of shares
with the voting rights of votes as follows:

Ordinary share shares with the voting rights of

Preferred share shares with the voting rights of

(3) Do hereby appoint either one of the following persons: (May grant proxy to the independent director of which details as in attachment 2)

1) Age Years With address at

..... Road Sub district

District Province Postal Code or

2) Age Years With address at

..... Road Sub district

District Province Postal Code or

3) Miss Araya Putthipongthorn Age 42 Years With address at 1232/52

..... Road Rama 3 Sub district Chong Nonsi

District Yan Nawa Province Bangkok Postal Code 10120

Anyone of the above as my / our proxy to attend and vote on my / our behalf at 2025 Annual General Meeting of Shareholders to be held on April 29, 2025 at 3.00 p.m. in electronic meeting (e-AGM) only one type, please or at any adjournment thereof.

(4) I hereby authorized the proxy to vote on my behalf at this meeting as follows:

Agenda 1 Acknowledgment of the Company's operating results for 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

Agenda 2 Consideration and approval of the Company's financial statements for the fiscal year ending December 31, 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 3 Consideration and approval of the non-allocation of net profit and suspension of dividend payment for the year 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 4 Consideration of the election of directors replacing those retiring by rotation.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve Disapprove Abstain

To elect each director individually

Director name is: Prof. Emeritus Teerachai Chantarojsiri

Approve Disapprove Abstain

Director name is: Assoc. Prof. Dr. Sarayut Rueangsuwan

Approve Disapprove Abstain

Director name is: Dr. Somyos Tiranawatananun

Approve Disapprove Abstain

Agenda 5 Consideration and ratification of the directors' remuneration for the year 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 6 Consideration and approval of the directors' remuneration for the year 2025.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 7 Consideration and approval of the appointment of the Company's auditor and determination of the auditor's remuneration for 2025.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

Agenda 8 Consideration Amendment of Company's Objectives. And Additional Amendment of the Company's Memorandum of Association, Clause 3.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

Agenda 9 Consideration of other matters (if any).

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.
- (6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.
- (7) In case of a force majeure event that the independent director who signs as a proxy cannot attend the meeting, I consent to the other independent directors listed in Attachment No. 2 of the shareholder meeting invitation letter, can act as a proxy on my behalf.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me /us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed.....Grantor
()

Signed.....Proxy
()

Signed.....Proxy
()

Signed.....Proxy
()

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not
2. Allocate the number of shares to several proxies to vote separately.
3. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
4. In case there are agenda other than the agenda specified above, the additional statement can be specified by the
5. Shareholder in the Regular Continued Proxy Form as enclosed.
6. For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.

REGULAR CONTINUED PROXY FORM B.

Authorization on behalf of the Shareholder of Takuni Group Public Company Limited.

For the Annual General Meeting of Shareholders Year 2025 to be held on April 29, 2025 at 3.00 p.m. via electronic media (E-AGM) or at any adjournment thereof.

Agenda no. : **Subject**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda no. : **Subject**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda no. : **Subject**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda no. : **Subject**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda no. : **Subject** **Consideration Election of Directors (Continued)**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve Disapprove Abstain

To elect each director individually

Name of Director:

Approve Disapprove Abstain

Name of Director:

Approve Disapprove Abstain

Name of Director:

Approve Disapprove Abstain

Duty
Stamp

PROXY FORM C

(For foreign shareholders who have custodians in Thailand only)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E. 2550

Written at

Date Month Year

- (1) I / We Nationality
- Residing at No. Road Sub district
- District Province Postal Code
- acting as the custodian for
- being a shareholder of **Takuni Group Public Company Limited**. Holding the total amount of shares with the voting rights of votes as follows:
- Ordinary share shares with the voting rights of
- Preferred share shares with the voting rights of

- (2) Do hereby appoint either one of the following persons: (May grant proxy to the independent director of which details as in attachment 2)

1) Age Years With address at

..... Road Sub district

District Province Postal Code or

2) Age Years With address at

..... Road Sub district

District Province Postal Code or

3) **Miss Araya. Putthipongthorn** Age **42** Years With address at **1232/52**

..... Road **Rama 3** Sub district **Chong Nonsi**

District **Yan Nawa** Province **Bangkok** Postal Code **10120**

Anyone of the above as my / our proxy to attend and vote on my / our behalf at 2025 Annual General Meeting of Shareholders to be held on April 29, 2025 at 3.00 p.m. in electronic meeting (e-AGM) only one type, please or at any adjournment thereof.

- (3) I / We authorize my / our Proxy to attend and cast the votes as follows:

(a) The Proxy is authorized for all shares held and entitled to vote,

(b) The Proxy is authorized for certain shares as follows:

ordinary share shares, entitling to vote votes

preferred share shares, entitling to vote votes

Total entitled vote votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 1 Acknowledgment of the Company's operating results for 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve.....votes Disapprove.....votes

Abstain.....votes

Agenda 2 Consideration and approval of the Company's financial statements for the fiscal year ending December 31, 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve.....votes Disapprove.....votes

Abstain.....votes

Agenda 3 Consideration and approval of the non-allocation of net profit and suspension of dividend payment for the year 2024.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve.....votes Disapprove.....votes

Abstain.....votes

Agenda 4 Consideration of the election of directors replacing those retiring by rotation.

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve.....votes Disapprove.....votes

Abstain.....votes

To elect each director individually

Director name is: Prof. Emeritus Teerachai Chantarojsiri

Approve.....votes Disapprove.....votes

Abstain.....votes

Director name is: Assoc. Prof. Dr. Sarayut Rueangsuwan

Approve.....votes Disapprove.....votes

Abstain.....votes

Director name is: Dr. Somyos Tiranawatananun

Approve.....votes Disapprove.....votes

Abstain.....votes

- Agenda 5** Consideration and ratification of the directors' remuneration for the year 2024.
 - (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

- Agenda 6** Consideration and approval of the directors' remuneration for the year 2025.
 - (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

- Agenda 7** Consideration and approval of the appointment of the Company's auditor and determination of the auditor's remuneration for 2025.
 - (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

- Agenda 8** Consideration Amendment of Company's Objectives. And Additional Amendment of the Company's Memorandum of Association, Clause 3.
 - (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

- Agenda 9** Consideration of other matters (if any).
 - (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 - (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.
- (6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

(7) In case of a force majeure event that the independent director who signs as a proxy cannot attend the meeting, I consent to the other independent directors listed in Attachment No. 2 of the shareholder meeting invitation letter, can act as a proxy on my behalf.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form .

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.
6. For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of Takuni Group Public Company Limited.

For the Annual General Meeting of Shareholders Year 2025 to be held on April 29, 2025 at 3.00 p.m. via electronic media (E-AGM) or at any adjournment thereof.

Agenda no. : **Subject**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

Agenda no. : **Subject**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

Agenda no. : **Subject**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

Agenda no. : **Subject** **Election of Directors (Continued).**.....

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:

Name of Director:

 - Approve.....votes Disapprove.....votes
 - Abstain.....votes

Name of Director:

- Approve.....votes Disapprove.....votes
- Abstain.....votes

Name of Director:

- Approve.....votes Disapprove.....votes
- Abstain.....votes

Name of Director:

- Approve.....votes Disapprove.....votes
- Abstain.....votes